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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ANTA Sports Products Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.



ANTA Sports Products Limited

安踏體育用品有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2020)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES, PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of ANTA Sports Products Limited to be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 11 May 2022 is set out on pages 75 to 80 of this circular.

A letter from the Board is set out on pages 7 to 21 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for precautionary measures to be implemented at the Annual General Meeting to prevent and control the spread of the 2019 novel coronavirus disease (COVID-19), which include but not limited to:

- compulsory body temperature checks;
- compulsory health declarations;
- compulsory wearing of surgical face mask at the Annual General Meeting venue and throughout the Annual General Meeting (No masks will be provided);
- designated seat will be assigned for every attendee at the Annual General Meeting venue; and
- no refreshments, food and beverage, or corporate gifts will be served or distributed.

For the safety of the attendees at the Annual General Meeting, the Company reserves the rights to deny entry into or require any person to leave the Annual General Meeting venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) has a body temperature of over 37.3 degree Celsius;
- (iii) has given a positive confirmation to any of the questions in the health declaration form;
- (iv) has any flu-like symptoms or is otherwise unwell; and
- (v) comes from an area in China listed as a medium-risk area or high-risk area by the National Health Commission (NHC).

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website at ir.anta.com or Hong Kong Exchanges and Clearing Limited's website at www.hkexnews.hk for future announcements and updates on the Annual General Meeting arrangements.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

31 March 2022

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing 2019 novel coronavirus disease (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect the health and safety of the attending Shareholders, staffs and other stakeholders:

- (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the Annual General Meeting venue prior to being admitted to the Annual General Meeting venue. Any person with a body temperature of over 37.3 degree Celsius will be denied entry into the Annual General Meeting venue and be required to leave the Annual General Meeting venue;
- (ii) compulsory completion and signing of health declaration form will be required for every attendee at the entrance of the Annual General Meeting venue prior to being admitted to the Annual General Meeting venue. Any person who (i) has given a positive confirmation to any of the questions in the declaration form; (ii) has any flu-like symptoms or otherwise is unwell; or (iii) comes from an area in China listed as a medium-risk area or high-risk area by the National Health Commission (NHC), will be denied entry into the Annual General Meeting venue and be required to leave the Annual General Meeting venue;
- (iii) every attendee will be required to wear a surgical face mask at all times at the Annual General Meeting venue (including queuing for registration outside the Annual General Meeting venue and throughout the Annual General Meeting). No masks will be provided at the venue;
- (iv) designated seat will be assigned for every attendee in order to ensure appropriate social distancing and facilitate contact tracing. Staffs at the Annual General Meeting venue will also assist in crowd control and queue management to ensure appropriate social distancing; and
- (v) no refreshments, food and beverage or corporate gifts will be served or distributed to attendees.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted under law, the Company reserves the right to deny entry of any person into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website at ir.anta.com or Hong Kong Exchanges and Clearing Limited's website at www.hkexnews.hk for future announcements and updates on the Annual General Meeting arrangements.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using form of proxy with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person. Completion and return of the proxy forms will not preclude the Shareholders from attending and voting in person at the meeting or any adjournment thereof should they subsequently so wish, and in such case, the proxy forms previously submitted shall be deemed to be revoked.

The form of proxy is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the form of proxy can be downloaded from the Company's website at ir.anta.com or Hong Kong Exchanges and Clearing Limited's website at www.hkexnews.hk. If you are not a registered Shareholder and your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited, you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company's investor relations department as follows:

Investor Relations Department
Email: ir@anta.com.hk
Tel: 852 2116 1660
Fax: 852 2116 1590

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre, 183 Queen's Road East
Wan Chai, Hong Kong
Email: hkinfo@computershare.com.hk
Tel: 852 2862 8555
Fax: 852 2865 0990

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

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| “Annual General Meeting” | the annual general meeting of the Company to be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 11 May 2022 or any adjournment thereof |
| “Anta International” | Anta International Group Holdings Limited |
| “Articles” | the articles of association of the Company |
| “Board” | the board of Directors |
| “China” or “PRC” | the People’s Republic of China |
| “Companies Act” | the Companies Act (2022 Revision) of the Cayman Islands |
| “Company” or “ANTA” | ANTA Sports Products Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange with stock code 2020 |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | director(s) of the Company |
| “Extension Mandate” | a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by the addition thereto the total number of Shares repurchased under the Repurchase Mandate |
| “Group” | the Company and its subsidiaries |
| “HKD” and “HK cents” | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

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|--------------------------------------|--|
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting |
| “Latest Practicable Date” | Monday, 21 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited |
| “Memorandum and Articles” | the amended and restated memorandum of association and articles of association of the Company in full force and effect as of the date hereof |
| “New Memorandum and Articles” | the new set of second amended and restated memorandum of association and articles of association of the Company with the Proposed Amendments to be adopted by the Shareholders at the Annual General Meeting |
| “Proposed Amendments” | proposed amendments to the Memorandum and Articles as set out in Appendix III to this circular |
| “Record Date” | Monday, 16 May 2022, being the record date for determining entitlements of the Shareholders to the proposed final dividend |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HKD0.10 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | the Stock Exchange of Hong Kong Limited |

DEFINITIONS

“Takeovers Code”

the Codes on Takeovers and Mergers and Share Buy-backs

“%”

percent

LETTER FROM THE BOARD



ANTA Sports Products Limited
安踏體育用品有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2020)

Executive Directors:

Mr. Ding Shizhong (*Chairman*)
Mr. Ding Shijia (*Deputy Chairman*)
Mr. Lai Shixian
Mr. Wu Yonghua
Mr. Zheng Jie
Mr. Bi Mingwei

Non-executive Director:

Mr. Wang Wenmo

Independent non-executive Directors:

Mr. Dai Zhongchuan
Mr. Yiu Kin Wah Stephen
Mr. Lai Hin Wing Henry Stephen
Ms. Wang Jiaqian

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

16/F, Manhattan Place
23 Wang Tai Road
Kowloon Bay, Kowloon
Hong Kong

31 March 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES, PROPOSED ADOPTION OF
THE NEW MEMORANDUM AND ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This circular contains information relating to the Issue Mandate, the Repurchase Mandate and the Extension Mandate, details of the retiring Directors proposed to be re-elected, the Proposed Amendments to the existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles as set out in Appendix III to this circular.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,703,329,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 270,332,900 Shares, without taking into account any additional Shares which may be issued pursuant to the Extension Mandate.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the addition thereto the total number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

According to Article 87 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Mr. Ding Shizhong,

LETTER FROM THE BOARD

Mr. Lai Shixian, Mr. Wu Yonghua and Mr. Dai Zhongchuan will retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

In respect of the re-appointment of Mr. Dai Zhongchuan as an independent non-executive Director, Mr. Dai has been appointed as an independent non-executive Director since April 2009 and has served the Company for more than 11 years. During his tenure of office, Mr. Dai had performed his duties as an independent non-executive Director to the satisfaction of the Board.

Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, any further appointment of independent non-executive director serving more than 9 years shall be subject to a separate resolution to be approved by shareholders.

As part of the nomination process, in accordance with the nomination policy of the Company, the nomination committee of the Company has assessed Mr. Dai's role as an independent non-executive Director, taking into account factors including but not limited to Mr. Dai's reputation for integrity, experience, ability to assist the Board, perspectives and skills, and commitment while having due regard to the board diversity policy of the Company. As Mr. Dai has been providing objective and independent views to the Company during his tenure of office, the nomination committee was of the view that Mr. Dai remains committed to his independent role and that the long service of Mr. Dai would not affect his exercise of independent judgement as an independent non-executive Director.

After taking into account all the factors for assessing independence as set out in Rule 3.13 of the Listing Rules and considering his annual confirmation of independence to the Company and the assessment by the nomination committee, the Board is of the opinion that Mr. Dai maintains his independence notwithstanding the length of his service and believes that his valuable knowledge and extensive experience continue to generate significant contribution to the Board, the Company and the Shareholders as a whole. The Board further considers Mr. Dai is still capable of bringing a valuable and different perspective and independent judgment to bear on issues of strategy, performance, accountability, key appointments and standards of conduct.

The re-appointments of Directors named above have been reviewed by the nomination committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting.

As such, Mr. Ding Shizhong, Mr. Lai Shixian, Mr. Wu Yonghua and Mr. Dai Zhongchuan will retire at the Annual General Meeting and, being eligible, offer themselves for re-election. Particulars of each of them are set out in Appendix II to this circular.

FINAL DIVIDEND

As stated in the announcement issued by the Company dated 22 March 2022 relating to the annual results of the Group for the year ended 31 December 2021, the Board recommended the payment of a final dividend of HK68 cents per Share in respect of the year ended 31 December

LETTER FROM THE BOARD

2021 (“**Final Dividend**”) to Shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on the Record Date. The proposed Final Dividend is subject to approval by the Shareholders at the Annual General Meeting. An ordinary resolution will be proposed to the Shareholders for voting at the Annual General Meeting. If the resolution for the proposed Final Dividend is passed at the Annual General Meeting, the proposed Final Dividend will be payable on or about Thursday, 26 May 2022.

Subject to the approval by the Shareholders at the Annual General Meeting, in order to qualify for the proposed Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on the Record Date.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 22 March 2022. As set out in the said announcement, the Board proposes to seek approval from the Shareholders at the Annual General Meeting for the Proposed Amendments in order to, among other things, (i) bring the Memorandum and Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (ii) allow the Company to hold electronic and hybrid general meetings; and (iii) make some other housekeeping improvements.

A summary of major changes brought about by the Proposed Amendments are set out below:

1. to set out in the memorandum of association of the Company:
 - (1) certain objects for which the Company is established; and
 - (2) the power for the Company, insofar as is permitted by law, to redeem or repurchase any of its shares and to increase or reduce the share capital of the Company subject to the provisions of the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) (the “**Companies Act**”) of the Cayman Islands and the New Memorandum and Articles and to issue any part of its capital;
2. to include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and relevant provisions in the New Memorandum and Articles including “Act”, “announcement”, “business day”, “close associate”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting”, “Principal Meeting Place” and “substantial shareholder” and to update relevant provisions in the Memorandum and Articles in this regard;

LETTER FROM THE BOARD

3. to update the definition of “special resolution” in line with the Proposed Amendments;
4. to clarify that expressions referring to writing include reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Companies Act and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form;
5. to clarify that reference to the signing or execution of a document (including, but without limitation, a resolution in writing) includes execution by electronic communication;
6. to exclude the application of Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands to the extent it imposes obligations or requirements in addition to those set out in the Memorandum and Articles;
7. to provide any member(s) of the Company (“**Member(s)**”) or Director attending and participating at a meeting held by means of electronic facilities shall be deemed to be present at that meeting;
8. to clarify that references to a person’s participation in the business of a general meeting include the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents required to be made available at the meeting;
9. to clarify that references to electronic facilities include website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
10. to clarify that references to a Member which is a corporation refer to a duly authorised representative of such Member;
11. to clarify that any determination by the Board of the manner of purchase shall be deemed authorised by the New Memorandum and Articles for purposes of the Companies Act;
12. to clarify that, subject to compliance with the Listing Rules and/or the rules of any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company;
13. to clarify that the Board may accept the surrender for no consideration of any fully paid share;

LETTER FROM THE BOARD

14. to clarify that the Board may issue any share in the Company with or attached thereto such rights or restrictions as it may determine;
15. to remove the provision which provides that any preference shares may be issued or converted into shares that are liable to be redeemed on such terms and in such manner as the Company may by ordinary resolution of the Members determine;
16. to clarify that no shares of the Company may be issued at a discount to their nominal value;
17. to clarify that share certificates may be issued with the seal of the Company printed thereon and that the seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors;
18. to relax, subject to compliance with the Listing Rules and applicable listing rules of any other competent regulatory authority, the record dates for determining the Members' entitlement to any dividend, distribution, allotment or issue by removing the restrictions that such record dates may not fall on a date more than thirty (30) days before or after the dividends, distribution, allotment or issue is declared, paid or made;
19. to provide that titles to shares listed on a stock exchange may be evidenced and transferred in accordance with the laws applicable and the Listing Rules that are or shall be applicable to such listed shares, and that the register of members of the Company in respect of its listed shares may be kept by recording the particulars required by the applicable laws of the Cayman Islands in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares;
20. to provide that notice to be given in relation to the registration of transfers of shares or of any class of shares may be given by announcement or by electronic communication, and that the period of thirty (30) days for the suspension for the registration of transfers of shares may be extended in respect of any year if approved by the Members by ordinary resolution;
21. to clarify that, in relation to the Company's power to sell any shares of a Member who is untraceable, the Company has to give notice of its intention to sell such shares and cause advertisement in daily newspapers and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange (as defined in the Memorandum and Articles) has elapsed since the date of such advertisement;

LETTER FROM THE BOARD

22. to clarify that an annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of the Memorandum and Articles and such annual general meeting must be held within six (6) months after the end of the Company's financial year;
23. to provide that in relation to convening a general meeting:
 - (1) the Board may determine whether to hold a general meeting (including an annual general meeting, any adjourned meeting or postponed meeting) (a) as a physical meeting in any part of the world and at one or more locations, (b) as a hybrid meeting or (c) as an electronic meeting;
 - (2) Members holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis in the share capital of the Company, shall be able to by written requisition to the Board or the secretary of the Company to (a) require an extraordinary general meeting to be called by the Board; and such meeting shall be held within two (2) months after the deposit of such requisition, and (b) add resolutions to the meeting agenda of such meeting;
 - (3) if the Board fails to convene the abovementioned extraordinary general meeting within twenty one (21) days, the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place (as defined below);
 - (4) all Directors and the chairman of the meeting may elect to attend the general meetings by physical attendance or by means of telephone, electronic or other communication facilities, provided that where the general meeting is in the form of a physical meeting or hybrid meeting, the chairman of the meeting must be physically present at the place of the meeting or where there is more than one Meeting Location (as defined below), physically present at the Principal Meeting Place (as defined below);
 - (5) an extraordinary general meeting must be called by notice of not less than fourteen (14) clear days;

LETTER FROM THE BOARD

- (6) the notice of a general meeting shall specify the particulars of the resolutions, time and date of the meeting, the place of the meeting (save for an electronic meeting) and the principal meeting place (the “**Principal Meeting Place**”) (if there is more than one meeting location as determined by the Board). If the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include details of the electronic facilities;
24. to provide that two (2) Members entitled to vote and present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum of a meeting;
25. to provide that, in a general meeting where a quorum of Members is not present and the meeting is not convened on the requisition of Members, the Board may absolutely determine the time, (where applicable) place, form and manner to which the meeting shall stand adjourned if the meeting is not to be adjourned to the same day in the next week at the same time and (where applicable) same place;
26. to provide that the chairman of the Company shall preside as chairman at a general meeting; and if at any meeting the chairman of the Company is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the deputy chairman of the Company shall preside as chairman. If neither the chairman of the Company nor the deputy chairman of the Company is present or willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if there is only one Director present he shall preside as chairman if willing to act;
27. to specify that the chairman may adjourn a meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting (at which a quorum is present) shall determine;
28. to provide the following in relation to Members’ attendance at general meetings:
- (1) to allow the Board to arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“**Meeting Location(s)**”) determined by the Board;
 - (2) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (3) any Member or proxy attending in such way or participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting;

LETTER FROM THE BOARD

- (4) failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic or hybrid meeting, the inability of one or more Members or proxies to access electronic facilities, shall not affect the validity of the meeting or the resolutions passed provided a quorum is present throughout the meeting;
 - (5) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of the New Memorandum and Articles concerning the time for (i) service and giving of notice for the meeting and (ii) lodging proxies, shall apply by reference to the time at the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting;
29. in relation to the power of the Board and the chairman of any general meeting to make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities:
 - (1) if it appears to the chairman of the general meeting that the electronic facilities have become inadequate for the meeting, or it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting or secure the proper and orderly conduct of the meeting, then the chairman may interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid;
 - (2) the Board and the chairman of any general meeting may make any arrangements for and impose any requirement or restriction appropriate to ensure the security and orderly conduct of a meeting; and
 - (3) the Directors may, subject to certain notification requirements, change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting without approval of the Members if the Directors consider it is inappropriate or impracticable to hold the general meeting. The Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice subject to certain conditions;
30. to provide that all persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so;

LETTER FROM THE BOARD

31. to clarify that in relation to voting at any general meeting:
- (1) a resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands;
 - (2) the type of matters which are to be regarded as of a procedural and administrative nature;
 - (3) votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine; and
 - (4) in the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
 - (a) by at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting that represent an aggregate sum paid up that equals to not less than one-tenth of the total sum paid up on all shares conferring that same right;
32. to provide that where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting and the Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules and applicable listing rules of any other competent regulatory authority;

LETTER FROM THE BOARD

33. to remove the provisions in respect of the demand for a poll that:
 - (1) a poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately;
 - (2) the demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier;
34. to provide that all Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required to abstain from voting to approve the matter under consideration;
35. to allow the Company to provide an electronic address for the receipt of any document or information relating to proxies for a general meeting;
36. to allow the Board to decide to treat a proxy appointment as valid notwithstanding that the appointment or any of the information has not been received in accordance with the requirements under the New Memorandum and Articles;
37. to clarify that the Directors shall be elected or appointed in accordance with Article 84 called and shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article 84 or until their successors are elected or appointed or their office is otherwise vacated;
38. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting;
39. to provide that, subject to certain exceptions, a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associate(s) has a material interest;
40. to prevent the Company from making any loan to a Director or his close associate if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as if the Company were a company incorporated in Hong Kong;

LETTER FROM THE BOARD

41. to provide that the Board may postpone its meetings as it considers appropriate;
42. to provide that the secretary of the Company shall convene a meeting of the Board whenever he shall be required so to do by any Director and that notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or in such other manner as the Board may from time to time determine;
43. to provide that, in relation to a resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid:
 - (1) a notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing; and
 - (2) notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material;
44. to empower the Board to capitalise certain reserves of the Company, including share premium account and the profit and loss account, to pay up unissued shares to be allotted to employees or trustee in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement that has been adopted or approved by the Members at a general meeting;
45. to provide that subject to Article 152(2), an auditor appointed by the Directors to fill any casual vacancy in the office of auditor shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154;

LETTER FROM THE BOARD

46. subject to compliance with the applicable laws of the Cayman Islands and the Listing Rules and other requirements for the obtaining of consent, to allow the Company to issue and deliver a notice or document (including any “**corporate communication**” within the meaning ascribed thereto under the Listing Rules) by, among other things:
 - (1) placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (2) sending or transmitting it as an electronic communication to the relevant person at an electronic address provided by that person;
 - (3) publishing it on the Company’s website to which the relevant person may have access;
47. to provide that every person who becomes entitled to any share by operation of law, transfer, transmission, or other means whatsoever shall be bound by every notice in respect of such share, which, prior to his name and address (including electronic address) being entered in the register of the Company as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share;
48. to provide that every Member or a person who is entitled to receive notice from the Company under the provisions of the applicable laws of the Cayman Islands or the Memorandum and Articles may register with the Company an electronic address to which notices can be served upon him;
49. to allow the Company to issue notice, document or publication in the English language only or in both the English language and the Chinese language;
50. to clarify that a notice, document or publication is deemed to have been served on the day on which it first appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been delivered to such person, whichever is later, or if the notice, document or publication is issued as an advertisement in a newspaper, it shall be deemed to have been served on the day on which the advertisement first so appears;
51. to remove the provision which provides that a notice, document or publication may be given to a Member either in the English language or the Chinese language, subject to the applicable laws of the Cayman Islands;
52. to provide that the signature to any notice or document to be given by the Company may be written, printed or made electronically, subject to compliance with the applicable laws of the Cayman Islands;

LETTER FROM THE BOARD

53. to remove the provision which provides that in the event of winding-up of the Company in Hong Kong, every Member of the Company who is not for the time being in Hong Kong shall be bound to serve notice in writing on the Company appointing some person resident in Hong Kong upon whom summonses and other notices, process or orders under the winding up may be served;
54. to clarify that, in relation to indemnity, such indemnity shall extend to the Directors, secretary of the Company and other officers and every auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and every one of them, and every one of their heirs, executors and administrators; and
55. to provide that the financial year end of the Company shall be 31 December in each year.

Other housekeeping amendments to the Memorandum and Articles are also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix III to this circular and the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The New Memorandum and Articles will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the Annual General Meeting.

THE ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 11 May 2022 is set out on pages 75 to 80 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, and the re-election of Directors named above, the Proposed Amendments to the existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders to vote in favour of the ordinary resolutions for approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of the retiring Directors; and the special resolution for approving the Proposed Amendments to the existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles, at the Annual General Meeting.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 66 of the Articles.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members will be closed from Friday, 6 May 2022 to Wednesday, 11 May 2022, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 5 May 2022.

GENERAL

Your attention is drawn to the additional information as set out in the Appendices.

Yours faithfully,
For and on behalf of the Board of
ANTA Sports Products Limited
Ding Shizhong
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. ISSUED SHARES

As at the Latest Practicable Date, there were a total of 2,703,329,000 Shares in issue. As at the Latest Practicable Date, there was outstanding convertible bonds of principal amount of EUR1,000,000,000 issued by a wholly-owned subsidiary of the Company entitling the holders thereof to convert into 83,606,652 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that none of the conversion rights under the outstanding convertible bonds is exercised and no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 270,332,900 Shares, which represents 10% of the total number of issued Shares as at the date of passing the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Articles, the Companies Act, and other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of retained profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

5. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION OF THE COMPANY

Taking into account the current working capital position of the Company, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2021 as reflected in the latest published audited financial statements of the Company. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

6. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

| | Highest <i>HKD</i> | Lowest <i>HKD</i> |
|--|------------------------------|-----------------------------|
| March 2021 | 133.67 | 109.51 |
| April 2021 | 145.65 | 125.75 |
| May 2021 | 157.97 | 132.93 |
| June 2021 | 188.86 | 149.62 |
| July 2021 | 190.35 | 149.02 |
| August 2021 | 190.65 | 147.04 |
| September 2021 | 169.53 | 134.82 |
| October 2021 | 148.09 | 115.58 |
| November 2021 | 138.41 | 115.88 |
| December 2021 | 133.93 | 106.40 |
| January 2022 | 124.40 | 105.51 |
| February 2022 | 134.20 | 113.70 |
| March 2022 (up to the Latest Practicable Date) | 122.20 | 79.35 |

7. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Mr. Ding Shizhong, Mr. Ding Shijia, Mr. Ding Hemu, Ms. Ding Yali, Mr. Wang Wenmo, Mr. Wu Yonghua and Mr. Ke Yufa (the "**Controlling Shareholders**") together, control the exercise of 58.17% voting rights in the general meeting of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate (if such shareholdings otherwise remain the same and assuming none of the conversion rights under the outstanding convertible bonds is exercised and no further Shares are issued or repurchased), the indirect shareholding of the Controlling Shareholders in the Company would increase to approximately 64.63% of the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

9. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that they have any present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is granted.

The biographical details of the retiring Directors being eligible and offering themselves for re-election at the Annual General Meeting are set out below:

Mr. Ding Shizhong (丁世忠), aged 51, is the chief executive officer, an executive Director and the Board chairman of the Company. He is primarily responsible for the overall corporate strategies, planning and business development of the Group. He is the co-founder of the Group and has dedicated to expanding and promoting the Group's business and to developing China's sporting goods industry. In 2014 and 2018, he was awarded the title of Outstanding Contributor to the Building of Socialism with Chinese Characteristics, 2014 Chinese Business Leaders Annual Award, Top 40 Most Influential Entrepreneurs of Fujian in 40 years of the Chinese Economic Reform and 2018 China Top Ten Economic Person of the Year. He is holding the public offices of National People's Congress deputy, deputy chairman of China Sporting Goods Federation, vice president of Samaranch Foundation, advisor of the Chinese Basketball Association and member of the Chinese Olympic Committee.

Mr. Ding is the younger brother of Mr. Ding Shijia and the brother-in-law of Mr. Lai Shixian, all of whom both are the Company's executive Directors, and the cousin of Mr. Wang Wenmo, the Company's non-executive Director. He is also a director of Anta International, a substantial shareholder of the Company.

Mr. Ding entered into a service contract with the Company for a term of three years commencing from 15 June 2019 and thereafter may be terminated by either party upon a three-month prior written notice. Mr. Ding's total emoluments recorded in 2021 was approximately RMB1,691,000, which was determined with reference to his experience and qualification.

Mr. Ding does not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Ding as founder and one of the beneficiaries of the DSZ Family Trust was deemed to be interested in the 9,446,000 Shares held by Shine Well (Far East) Limited, representing 0.35% of the issued Shares, and 503,172,690 shares of Anta International, representing 34.06% of the issued shares of Anta International, held by Shine Well (Far East) Limited under SFO. Mr. Ding was deemed to be interested in the 18,267,273 shares of Anta International, representing 1.24% of the issued shares of Anta International, held by Blossom Prospect Limited, a corporation controlled by Mr. Ding, under SFO. A total of 1,477,500,000 Shares were directly held by Anta International and its wholly-owned subsidiaries, representing 54.65% of the issued Shares. Save as aforementioned, Mr. Ding has no other interest in the Company within the meaning of Part XV of the SFO.

Mr. Lai Shixian (賴世賢), aged 47, is an executive Director and the chief financial officer of the Company. He is primarily responsible for the Group's administrative and financial management functions. He joined the Group in March 2003 and has over 20 years of experience in administrative and financial management. Mr. Lai holds an EMBA degree from China Europe International Business School. From 2011 to 2017, Mr. Lai was a member of the Quanzhou Municipal Committee of the Chinese People's Political Consultative Conference. Mr. Lai is currently a standing committee member of Quanzhou Municipal Committee of the Chinese People's Political Consultative Conference, the vice president of Fujian Federation of Industry and Commerce (General Chamber of Commerce) and the vice chairman of Quanzhou City of Industry and Commerce (General Chamber of Commerce).

Mr. Lai is the brother-in law of Mr. Ding Shizhong and Mr. Ding Shijia, both are the Company's executive Directors. He is also a director of Anta International, a substantial shareholder of the Company.

Mr. Lai is an independent non-executive director of China Lilang Limited (stock code: 1234), a company listed on the Stock Exchange.

Mr. Lai entered into a existing service contract with the Company for a term of three years commencing from 15 June 2019 and thereafter may be terminated by either party upon a three-month prior written notice. Mr. Lai's total emoluments recorded in 2021 was approximately RMB17,611,000, which was determined with reference to his experience and qualification.

Save as aforementioned, Mr. Lai does not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Lai as one of the beneficiaries of the DYL Family Trust and as the spouse of Ms. Ding Yali was deemed to be interested in the 146,189,463 shares of Anta International held by Gain Speed Holdings Limited, representing 9.89% of the issued shares of Anta International, under the SFO. A total of 1,477,500,000 Shares were directly held by Anta International and its wholly-owned subsidiaries, representing 54.65% of the issued Shares. Also, Mr. Lai was deemed to be interested in the 18,267,273 shares of Anta International, representing 1.24% of the issued shares of Anta International, held by Blossom Prospect Limited, a corporation controlled by Mr. Lai, under the SFO. Mr. Lai was deemed to be interested in the 21,694,461 shares of Anta International, representing 1.47% of the issued shares of Anta International, held by First Start Investment Limited, a corporation controlled by Mr. Lai, under the SFO. Mr. Lai as a beneficiary of a trust (other than a discretionary trust) was interested in the 600,000 awarded shares granted (but not vested), representing less than 0.02% of the issued Shares, pursuant to the share award scheme of the Company under the SFO. Mr. Lai personally held 291,955 Shares, representing less than 0.01% of the issued Shares. Save as aforementioned, Mr. Lai has no other interest in the Company within the meaning of Part XV of the SFO.

Mr. Wu Yonghua (吳永華), aged 51, is an executive Director of the Company and the CEO of the Performance Sports Group. He is primarily responsible for various performance sports brands. He joined the Group in October 2003 and has over 20 years of experience in sales and marketing in China.

Mr. Wu entered into a existing service contract with the Company for a term of three years commencing from 15 June 2019 and thereafter may be terminated by either party upon a three-month prior written notice. Mr. Wu's total emoluments recorded in 2021 was approximately RMB2,079,000, which was determined with reference to his experience and qualification.

Mr. Wu does not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Wu as founder and one of the beneficiaries of the WYH Family Trust was deemed to be interested in the 78,136,038 shares of Anta International held by Spread Wah International Limited, representing 5.29% of the issued shares of Anta International, under SFO. A total of 1,477,500,000 Shares were directly held by Anta International and its wholly-owned subsidiaries, representing 54.65% of the issued Shares. Save as aforementioned, Mr. Wu has no other interest in the Company within the meaning of Part XV of the SFO.

Mr. Wu is not related to any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Mr. Dai Zhongchuan (戴仲川), aged 56, is an independent non-executive Director of the Company and joined the Board in April 2009. He holds a bachelor's degree and a master's degree in economics from the Xiamen University. He is currently a deputy officer of rule of country law research center of Huaqiao University. Mr. Dai has over 20 years of working experience in legal research and holds various posts in public services in legal and judiciary area, including a standing committee member and a constitution and law committee member of the Fujian Provincial People's Congress, an arbitrator of Quanzhou Municipal Arbitration Commission and a vice-chairman of National Committee of the Chinese People's Political Consultative Conference of Quanzhou. Mr. Dai is an independent director of Rong Zhong Electric Equipment Co., Ltd (stock code: 872967) listed on National Equities Exchange and Quotations (NEEQ). Mr. Dai was an independent director of Xingye Leather Technology Co., Ltd (stock code: 002674) listed on Shenzhen Stock Exchange from December 2013 to December 2019, and Fujian Fengzhu Textile Science & Technology Co., Ltd (stock code: 600493) listed on Shanghai Stock Exchange from May 2013 to April 2019.

APPENDIX II **PARTICULARS OF RETIRING DIRECTORS PROPOSED**
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Dai entered into a letter of appointment with the Company for a term of three years commencing from 30 April 2021 and thereafter may be terminated by either party upon a three-month prior written notice. Mr. Dai's total emoluments recorded in 2021 was approximately RMB120,000, which was determined with reference to his experience and qualification.

Save as aforementioned, Mr. Dai did not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Dai had no interest in the Company within the meaning of Part XV of the SFO.

Mr. Dai is not related to any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

None of the above retiring Directors have any information which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed herein, there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles. If the serial numbering of the clauses of the Memorandum and Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Memorandum and Articles as so amended shall be changed accordingly, including cross-references.

Note: The second amended and restated memorandum and articles of association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Clause Provisions in the new Memorandum of Association (showing changes to the no. existing Memorandum of Association)

- 1 The name of the Company is ANTA Sports Products Limited and its dual foreign name is 安踏體育用品有限公司.
- 2 The Registered Office of the Company shall be at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
- 3 Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted and shall include, but without limitation:
 - (a) to act and to perform all the functions of a holding company in all its branches and to coordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company;
 - (b) to act as an investment company and for that purpose to subscribe, acquire, hold, dispose, sell, deal in or trade upon any terms, whether conditionally or absolutely, shares, stock, debenture, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to meet calls thereon.

Clause Provisions in the new Memorandum of Association (showing changes to the no. existing Memorandum of Association)

8 The share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 shares of a nominal or par value of HK\$0.10 each, with the power for the Company, insofar as is permitted by law, to redeem or repurchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Act (2022 Revision) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

Clause Provisions in the new Articles of Association (showing changes to the existing no. Articles of Association and the parts without changes in the following provisions are shown in "...")

2 (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

Table with 2 columns: WORD and MEANING. Rows include: 'Act' (the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands), 'announcement' (an official publication of a Notice or document of the Company, including a publication, subject to and to such extent as permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws), and 'associate' (has the meaning attributed to it in the rules of the Designated Stock Exchange).

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

| WORD | MEANING |
|-----------------------------------|--|
| <u>“business day”</u> | <u>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</u> |
| <u>“close associate”</u> | <u>in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u> |
| <u>“dollars” and “\$”</u> | <u>dollars, the legal currency of Hong Kong.</u> |
| <u>“electronic communication”</u> | <u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.</u> |
| <u>“electronic meeting”</u> | <u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u> |
| <u>“Law”</u> | <u>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</u> |

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

| WORD | MEANING |
|----------------------------------|---|
| <u>“hybrid meeting”</u> | <u>a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u> |
| <u>“Listing Rules”</u> | <u>rules of the Designated Stock Exchange.</u> |
| <u>“Meeting Location”</u> | <u>has the meaning given to it in Article 64A.</u> |
| <u>“ordinary resolution”</u> | <u>a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as; being entitled so to do, votewhether voting in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than fourteen (14) clear days’Notice has been duly given <u>in accordance with Article 59.</u></u> |
| <u>“physical meeting”</u> | <u>a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u> |
| <u>“Principal Meeting Place”</u> | <u>shall have the meaning given to it in Article 59(2).</u> |

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

WORD

MEANING

"special resolution"

a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, ~~vote whether voting in person or, in the case of such Members as are being~~ are being corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which ~~not less than twenty-one (21) clear days' Notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority, in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent in nominal value of the shares giving that right and in the case of an annual general meeting, if it so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days' Notice has been given~~ Notice has been duly given in accordance with Article 59.

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.

~~"Subsidiary and Holding Company"~~

~~has the meanings attributed to them in the rules of the Designated Stock Exchange.~~

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

| WORD | MEANING |
|----------------------------------|---|
| <u>“substantial shareholder”</u> | <u>a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company.</u> |

- (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:
 - (a) ...
 - (b) ...
 - (c) ...
 - (d) ...
 - (i) ...
 - (ii) ...
 - (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or ~~notice~~Notice and the Member’s election comply with all applicable Statutes, rules and regulations;
 - (f) ...

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

- (g) ...
- (h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method, and references to a ~~notice~~ Notice or document include a ~~notice~~ Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (i) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
- (j) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
- (k) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and "participate" and "participating" in the business of a general meeting shall be construed accordingly;
- (l) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and
- (m) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

- 3 (1) ...
- (2) Subject to the Law Act, the Company's Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules of any Designated Stock Exchange and/or any competent regulatory authority, ~~any power of the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act.~~ The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law Act.
- (3) ~~Except as allowed by the Law and subject further~~ Subject to compliance with the rules and regulations of the Designated Stock Exchange Listing Rules and/or the rules of any other relevant competent regulatory authority, the Company ~~shall not~~ may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
- (4) The Board may accept the surrender for no consideration of any fully paid share.
- (5) No share shall be issued to bearer.
- 8 (1) Subject to the provisions of the Law Act and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as ~~the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.~~ Board may determine.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

- (2) Subject to the provisions of the Law Act, the ~~rules of any Designated Stock Exchange Listing Rules~~ and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- 9 ~~Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~
- 10 Subject to the Law Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:
- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~(e) any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.~~

12 (1) Subject to the ~~Law~~Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the ~~rules of any Designated Stock Exchange~~ Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, ~~which~~who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular ~~territory or territories being a~~ territory or territories where: (i) in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable; or (ii) based on legal opinions provided by the legal advisers qualified to practice the laws of the relevant jurisdiction, the Board considers it necessary or expedient not to do so on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of Members for any purpose whatsoever.

(2) ...

16 Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

21 ~~If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject~~ Subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, ~~on delivery of the old certificate to the Company upon delivery of the old certificate to the Company, if a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine,~~ provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.

44 The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours ~~on every~~ during business day hours by Members without charge or by any other person, upon a maximum payment of ~~\$-Hong Kong dollars~~ 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ~~\$-Hong Kong dollars~~ 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any ~~designated~~ Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods (not exceeding in the whole thirty (30) days in each year) as the Board may determine and either generally or in respect of any class of shares.

45 Subject to the Listing Rules and notwithstanding any other provision of these Articles, the Company or the Directors may fix any date as the record date for:

(a) determining the Members entitled to receive any dividend, distribution, allotment or issue ~~and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;~~

(b) ...

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

46 (1) ...

(2) Notwithstanding the provisions of paragraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.

51 The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in ~~an appointed~~ any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution.

54 A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article ~~7275~~(2) being met, such a person may vote at meetings.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

55 (1) ...

(2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:

(a) ...

(b) ...

(c) the Company, ~~if so required by the rules governing the listing of shares on the Designated Stock Exchange,~~ has given notice of its intention to sell such shares to, and caused advertisement in daily newspapers in accordance with the requirements of ~~the Designated Stock Exchange to the made of its intention to sell such shares in the manner required by~~ the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

For the purpose of the foregoing, the “**relevant period**” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.

(3) ...

56 An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within a period of not more than fifteen (15) six (6) months after the holding end of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles the Company’s financial year (unless a longer period would not infringe the ~~rules of the Designated Stock Exchange Listing Rules,~~ if any) at such time and place as may be determined by the Board.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

57 Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.

58 The Board may, whenever it thinks fit, call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis in the share capital of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, (a) to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition, and (b) to add resolutions to the meeting agenda of such meeting. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may ~~do so in the same manner~~ convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

58A All Directors and the chairman of the meeting may elect to attend the general meetings by physical attendance or by means of telephone, electronic or other communication facilities, provided that where the general meeting is in the form of a physical meeting or hybrid meeting, the chairman of the meeting must be physically present at the place of the meeting or where there is more than one Meeting Location, physically present at the Principal Meeting Place.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

- 59 (1) An annual general meeting ~~and any extraordinary general meeting at which the passing of a special resolution is to be considered shall~~ must be called by Notice of not less than twenty-one (21) clear days' Notice. All other extraordinary general meetings may, and an extraordinary general meeting must be called by Notice of not less than fourteen (14) clear days' Notice ~~but,~~ in each case provided, however, that if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the ~~Law~~Act, if it is so agreed:
- (a) ...
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together ~~holding~~ representing not less than ninety-five per cent. (95%) ~~in nominal value of the issued shares giving that right~~ total voting rights at the meeting of all the Members.
- (2) ~~the notice shall specify the time and place of the meeting and, in case of special business, the general nature of the business. The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the "Principal Meeting Place", which, unless otherwise determined by the Board, shall be any location in the People's Republic of China (which for the avoidance of doubt and for the purpose of these Articles only, includes Hong Kong and the Macao Special Administrative Region but excludes Taiwan region)), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting.~~ The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given (i) to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, (ii) to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and (iii) to each of the Directors and the Auditors.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

61 (1) ...

(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or ~~(in the case of a Member being a corporation) by its duly authorised representative,~~ for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes.

62 If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the Board may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

63 The chairman of the Company shall preside as chairman at every a general meeting. If at any meeting the ~~no~~ the chairman of the Company is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the deputy chairman of the Company shall preside as chairman at the meeting. If neither the chairman of the Company nor the deputy chairman of the Company is present or willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if there is only one Director ~~only is present~~ he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or ~~(in the case of a Member being a corporation) by its duly authorised representative or by proxy~~ and entitled to vote shall elect one of their number to be chairman of the meeting.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

64 Subject to Article 64C, the ~~The~~ chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying ~~the time and place of the adjourned meeting~~ the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.

64A (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

- (2) All general meetings are subject to the following and, where appropriate, all references to a "Member" or "Members" in this sub-paragraph (2) shall include a proxy or proxies respectively:
- (a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
 - (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities, despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.
 - (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the time for (i) service and giving of Notice for the meeting and (ii) lodging proxies, shall apply by reference to the time at the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

64B The Board, and the chairman of any general meeting, may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member, who is not entitled to attend in person or by proxy, at any Meeting Location pursuant to the foregoing arrangements, shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force, and to the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

64C If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

64D The Board, and the chairman of any general meeting, may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, searching of their personal property and restricting items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be prohibited from entry into the meeting or otherwise ejected (physically or electronically) from the meeting.

64E If, after the despatch of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/ or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting in Hong Kong. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;

Clause no. **Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; provided that all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than forty eight (48) hours before the time of the postponed meeting; and
- (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.

64F All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

- 66 (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting ~~a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll,~~ every Member present in person or by proxy ~~or, in the case of a Member being a corporation, by its duly authorised representative~~ shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. ~~Notwithstanding anything contained in these Articles, A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.~~

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

(2) In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

~~(a) by the chairman of such meeting; or~~

~~(b_a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or~~

~~(b_b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or~~

~~(c_c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which that represent an aggregate sum ~~has been paid up equal~~that equals to not less than one-tenth of the total sum paid up on all shares conferring that same right; ~~or.~~~~

~~(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.~~

A demand by a person as proxy for a Member ~~or in the case of a Member being a corporation by its duly authorised representative~~ shall be deemed to be the same as a demand by asuch Member.

67 ~~Unless a poll is duly demanded and the demand is not withdrawn~~ Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

68 ~~If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.~~

69 ~~A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.~~

70 ~~The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.~~

7370 All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the ~~Law~~ Act. In the case of an equality of votes, ~~whether on a show of hands or on a poll,~~ the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

7471 Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders ~~be~~ are present at any meeting the vote of the senior holder who tenders a vote; (whether in person or by proxy); shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~7572~~ (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, ~~whether on a show of hands or on a poll,~~ by his receiver, committee, *curator bonis* or other person in the nature of a receiver, committee or *curator bonis* appointed by such court; and such receiver, committee, *curator bonis* or other person may ~~vote on a poll~~ by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, or ~~poll~~postponed meeting, as the case may be.

(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight (48) hours ~~at least~~ before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

~~7673~~ (1) ...

(2) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

~~(2)~~ Where the Company has knowledge that any Member is, under the ~~rules of the~~
(3) ~~Designated Stock Exchange~~ Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~7774~~ If:

(a) ...

(b) ...

(c) ...

the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered, or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

~~8077~~ (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject to the prescriptions as herein provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified, at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote ~~or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.~~ No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date ~~named~~ articulated in it as the date of its execution, except at an adjourned meeting or ~~on a poll demanded at a meeting or an adjourned postponed meeting~~ in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

~~8478~~ Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out ~~with~~ (alongside the Notice of any meeting) forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority ~~to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates or postponement of the meeting as for the meeting to which it relates.~~ The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to the aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

8279 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the Notice convening the meeting or other document sent therewith) at least two (2) hours ~~at least~~ before the commencement of the meeting or adjourned meeting or ~~the taking of the poll~~ postponed meeting, at which the instrument of proxy is used.

8481 (1) ...

(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.

(3) ...

8582 ~~Without prejudice to any prescription in relation to shareholders' approval under the Listing Rules, a~~ A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive Notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

8683 (1) Unless otherwise determined by the Company in general meeting, the number of
Directors shall not be less than two (2). There shall be no maximum number of
Directors unless otherwise determined from time to time by the Members in
general meeting. The Directors shall be elected or appointed in the first place by
the subscribers to the Memorandum of Association or by a majority of them and
thereafter in accordance with Article 8784 and shall hold office for such term as
the Members may determine or, in the absence of such determination, in
accordance with Article 84 or until their successors are elected or appointed or
their office is otherwise vacated.

(2) ...

(3) The Directors shall have the power from time to time and at any time to appoint
any person as a Director either to fill a casual vacancy on the Board or as an
addition to the existing Board. Any Director so appointed by the Board to fill a
casual vacancy ~~shall hold office until the first general meeting of Members after
his appointment and be subject to re-election at such meeting and any Director
appointed by~~ on the Board or as an addition to the existing Board shall hold
office only until the ~~next following~~ first annual general meeting of the Company
after his appointment and shall then be eligible for re-election.

(4) ...

(5) ...

(6) ...

(7) ...

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

8784 (1) ...

(2) A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article ~~8683~~(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

9488 Notwithstanding Articles ~~96, 97, 98~~93, 94, 95 and ~~99~~96, an executive director appointed to an office under Article ~~9087~~ hereof shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, and either in addition to or in lieu of his remuneration as a Director.

~~404~~98 Subject to the Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner ~~whatever whatsoever~~, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article ~~102 99~~herein below.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~403~~100 (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

~~(i)(a) any contract or arrangement for the giving of any security or indemnity either:-~~

~~(i) to such the Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associate them at the request of or for the benefit of the Company or any of its subsidiaries; or~~

~~(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;~~

~~(iii)(b) any contract or arrangement proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;~~

~~(c) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:~~

~~(i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or~~

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

(ii) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;

~~(iv)(d)~~ any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

~~(v)~~ any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate is derived); or

~~(vi)~~ any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

- (2) ~~A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.~~
- (3) ~~Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.~~
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than ~~such~~the chairman of the meeting) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

- ~~104~~101 (1) ...
- (2) ...
- (3) ...
- (4) ~~Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly~~ The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.
- (i) ~~make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);~~
- (ii) ~~enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or~~
- (iii) ~~if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.~~

Article ~~104~~101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.

- ~~111~~111 The Board may meet for the despatch of business, adjourn or postpone and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

~~45~~112 A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board ~~of which notice may~~ whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website ~~by telephone~~ or in such other manner as the Board may from time to time determine.

~~46~~113 (1) ...

(2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

(3) ...

~~48~~115 The Board may elect ~~one~~ (1) chairman and one ~~(1) or more~~ deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting ~~neither the no~~ no chairman ~~nor any~~ or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~422~~119 A resolution in writing signed by all the Directors except such as are temporarily
unable to act through ill-health or disability, and all the alternate Directors, if
appropriate, whose appointors are temporarily unable to act as aforesaid shall
(provided that such number is sufficient to constitute a quorum and ~~further~~ provided
further that a copy of such resolution has been given, or the contents thereof have
been communicated to, all the Directors for the time being entitled to receive notices
of Board meetings in the same manner as notices of meetings are required to be given
by these Articles) be as valid and effectual as if a resolution had been passed at a
meeting of the Board duly convened and held. A notification of consent to such
resolution given by a Director in writing to the Board by any means (including by
means of electronic communication) shall be deemed to be his/her signature to such
resolution in writing for the purpose of this Article. Such resolution may be contained
in one document or in several documents in like form each signed by one or more of
the Directors or alternate Directors and for this purpose a facsimile signature of a
Director or an alternate Director shall be treated as valid. Notwithstanding the
foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board
for the purposes of considering any matter or business in which a substantial
shareholder of the Company or a Director has a conflict of interest and the Board has
determined that such conflict of interest to be material.

~~445~~142 (1) Whenever the Board or the Company in general meeting has resolved that a
dividend be paid or declared on any class of the share capital of the Company,
the Board may further resolve either:

- (a) ...
- (i) ...
- (ii) ...
- (iii) ...

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

(iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (the “**non-elected shares**”) and in satisfaction thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve (as defined below)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or

(b) ...

(i) ...

(ii) ...

(iii) ...

(iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised (the “**elected shares**”) and in lieu thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve (as defined below)) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the elected shares on such basis.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

(2) (a) The shares allotted pursuant to the provisions of paragraph (1) of this Article shall rank *pari passu* in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (2) of this Article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this Article shall rank for participation in such distribution, bonus or rights.

(b) ...

(3) ...

(4) ...

(5) ...

~~147~~144 (1) The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

(2) Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account), whether or not the same is available for distribution, by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise, vesting of any options or awards granted under any share incentive scheme, employee benefit scheme or other arrangement which relates to such persons, in cash case as adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme, employee benefit scheme or other arrangement which relates to such persons, in each case as adopted or approved by the Members at a general meeting.

~~452~~149 Subject to Article ~~453~~150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56, provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

~~453~~150 Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange Listing Rules~~, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article ~~452~~149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, ~~a summary summarised~~ financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to ~~a summary summarised~~ financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

~~454~~151 The requirement to send to a person referred to in Article ~~452~~149 the documents referred to in that article or a summary financial report in accordance with Article ~~453~~150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange Listing Rules~~, the Company publishes copies of the documents referred to in Article ~~452~~149 and, if applicable, a summary financial report complying with Article ~~453~~150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.

~~455~~152 (1) ...

(2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~158~~155 If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.

~~161~~158 (1) Any Notice or document (including any **"corporate communication"** within the meaning ascribed thereto under the rules of ~~the Designated Stock Exchange Listing Rules~~), ~~whether or not~~, to be given or issued by the Company (whether or not prescribed under these Articles) from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be ~~served~~given or ~~delivered~~issued by the ~~Company on or to any Member~~ either following means:

(a) by serving it personally or on the relevant person;

(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a **"notice of availability"**). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders;

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

- (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
 - (f) by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); or
 - (g) by sending or otherwise making available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) Unless prohibited by the Statutes, the notice of availability may be given by any of the means set out above other than by posting it on a website.
- (3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (4) Every person who become entitled to any share by operation of law, transfer, transmission, or other means whatsoever shall be bound by every notice in respect of such share which, prior to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

Clause no. Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

- (5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
- (6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158, may be given in the English language only or in both the English language and the Chinese language.

~~462159~~ Any Notice or other document:

- (a) ...
- (b) ...
- (c) if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;
- ~~(e)~~ if served or delivered in any other manner contemplated by these Articles, shall
- ~~(d)~~ be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- ~~(d)~~ ~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.~~
- (e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~164~~161 For the purposes of these Articles, a ~~cable or telex or facsimile~~ or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall, in the absence of express evidence to the contrary available to the person relying thereon at the relevant time, be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or made electronically, subject to compliance with the Statutes and any other applicable laws, rules and regulations from time to time in force.

~~165~~162 (1) Subject to Article 162(2), The ~~the~~ Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

(2) ...

~~166~~163 (1) ...

(2) ...

~~(3) In the event of winding up of the Company in Hong Kong, every Member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgements in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee, whether appointed by the Member or the liquidator, shall be deemed to be good personal service on such Member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such Member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such Member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.~~

Clause Provisions in the new Articles of Association (showing changes to the existing
no. Articles of Association and the parts without changes in the following provisions
are shown in "...")

~~167~~164 (1) The Directors, Secretary and other officers and every Auditor ~~for the time being~~
of the Company at any time, whether at present or in the past, and the liquidator
or trustees (if any) ~~for the time being~~ acting or who have acted in relation to any
of the affairs of the Company and every one of them, and every one of their
heirs, executors and administrators, shall be indemnified and secured harmless
out of the assets and profits of the Company from and against all actions, costs,
charges, losses, damages and expenses which they or any of them, their or any of
their heirs, executors or administrators, shall or may incur or sustain by or by
reason of any act done, concurred in or omitted in or about the execution of their
duty, or supposed duty, in their respective offices or trusts; and none of them
shall be answerable for the acts, receipts, neglects or defaults of the other or
others of them or for joining in any receipts for the sake of conformity, or for
any bankers or other persons with whom any moneys or effects belonging to the
Company shall or may be lodged or deposited for safe custody, or for
insufficiency or deficiency of any security upon which any moneys of or
belonging to the Company shall be placed out on or invested, or for any other
loss, misfortune or damage which may happen in the execution of their
respective offices or trusts, or in relation thereto; PROVIDED THAT this
indemnity shall not extend to any matter in respect of any fraud, ~~or~~ dishonesty or
willful misconduct which may attach to any of the said persons.

(2) ...

166 Unless otherwise determined by the Directors, the financial year end of the Company
shall be 31 of December in each year.

~~169~~167 No Member shall be entitled to require discovery of or any information respecting any
detail of the Company's trading or any matter which is or may be in the nature of a
trade secret or secret process which may relate to the conduct of the business of the
Company and which in the opinion of the Directors ~~it~~ will be inexpedient in the
interests of the ~~members of the Company~~ Members to communicate to the public.

NOTICE OF THE ANNUAL GENERAL MEETING



ANTA Sports Products Limited

安踏體育用品有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2020)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of ANTA Sports Products Limited (the “**Company**”) will be held at ANTA Operations Center, No. 99, Jiayi Road, Guanyinshan, Xiamen, Fujian Province, China at 10:00 a.m. on Wednesday, 11 May 2022 for the following purposes as ordinary business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2021;
2. to declare a final dividend of HK68 cents per ordinary share of the Company in respect of the year ended 31 December 2021;
3. to re-elect Mr. Ding Shizhong as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
4. to re-elect Mr. Lai Shixian as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
5. to re-elect Mr. Wu Yonghua as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
6. to re-elect Mr. Dai Zhongchuan as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
7. to authorise the board of directors of the Company to fix the remuneration of the Company’s directors;

NOTICE OF THE ANNUAL GENERAL MEETING

8. to re-appoint KPMG as the Company's auditor and authorise the board of directors of the Company to fix their remuneration;

as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

9. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HKD0.10 each in the capital of the Company (the **“Shares”** and each, a **“Share”**) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (i) 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution; and
- (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

10. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase (or agree to repurchase) shares of HKD0.10 each in the capital of the Company (the “**Shares**” and each, a “**Share**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act (2022 Revision) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
11. “**THAT** conditional on the passing of resolutions numbered 9 and 10 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 9 above be and it is hereby extended by the addition thereto the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of the total number of Shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 10 above.”

and, as special business, to consider and, if thought fit, pass the following resolution as a special resolution (with or without modification);

SPECIAL RESOLUTION

12. “**THAT:**
- (a) the existing amended and restated memorandum and articles of association of the Company be and are hereby amended in the manner as set out in the circular of the Company dated 31 March 2022 (the “**Circular**”);

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the second amended and restated memorandum and articles of association of the Company in the form produced to the Annual General Meeting and marked “A” and initialed by the chairman of the Annual General Meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the new set of memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company in their entirety, with immediate effect after the close of the Annual General Meeting; and
- (c) any one directors or the secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association of the Company.”

By order of the Board of
ANTA Sports Products Limited
Ding Shizhong
Chairman

Date: 31 March 2022

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

16/F, Manhattan Place
23 Wang Tai Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy thereof, must be deposited at the offices of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, at least 48 hours before the time for holding the above meeting.

NOTICE OF THE ANNUAL GENERAL MEETING

3. The transfer books and register of members of the Company will be closed from 6 May 2022 to 11 May 2022 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 5 May 2022 for registration.
4. In relation to proposed resolution numbered 2 above, subject to the approval of the resolution, the proposed final dividend will be payable to the shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on 16 May 2022. Subject to the approval of the resolution, in order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 16 May 2022 for registration.
5. In relation to proposed resolutions numbered 9 and 11 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules.
6. In relation to proposed resolution numbered 10 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice of the annual general meeting forms part.
7. In relation to proposed resolution numbered 12 above, details of the proposed amendments to the existing amended and restated memorandum and articles of association of the Company are set out in the Appendix III to the circular of which this notice of the annual general meeting forms part.
8. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto in the meeting, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.